

10-31-2000

FORM PTO-1594



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101500036

To the Honorable Commissioner of Patents and Trademarks, attached original documents or copy thereof.

1. Name of conveying party(ies):

Racer Components, Inc.

8-19-00

2. Name and address of receiving party(ies):

Name: Racer's Choice, Inc.

AUG 19 2000

Internal Address: _____

Street Address: 12440 Highway 155 South

City: Tyler State: TX ZIP: 75703

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

X Corporation-State Texas

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

X Assignment _____ Merger _____

Security Agreement _____ Change of Name _____

Other _____

Execution Date: July 25, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,845,546

1,853,668

1,863,640

1,871,215

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Daniel V. Thompson

Internal Address: _____

Street Address: THOMPSON & GUSTAVSON, L.L.P.

High Point Centre, 12225 Greenville Ave., Suite 995

City: Dallas State: TX ZIP: 75243

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41)\$ 160.00

Enclosed _____

X Authorized to be charged to deposit account

8. Deposit account number:

501246

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Daniel V. Thompson

Name of Person Signing

Signature

8/15/00

Date

Total number of pages comprising cover sheet 1

ASSIGNMENT

WHEREAS, Racer Components, Inc. of Tyler, Texas is the present record title owner of the following registered trademarks (hereinafter "Trademarks"):

TEAR-DROP Reg. No. 1845546

TEAR-OFFS Reg. No. 1853668

RCI Reg. No. 1863640

FUEL-TRAP Reg. No. 1871215

WHEREAS, FINOVA Capital Corporation of Los Angeles, California held a security interest in the Trademarks and the underlying goodwill to secure a debt of Racer Components, Inc.;

WHEREAS, FINOVA Capital Corporation sold its security interest in the Trademarks and underlying goodwill to Racers Choice, Inc. of Tyler, TX;

WHEREAS, Racer Components, Inc. defaulted on the debt secured by the Trademarks and underlying goodwill;

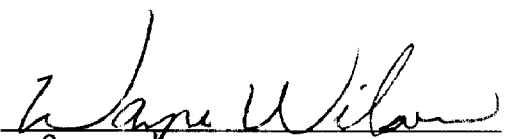
WHEREAS, Racer's Choice, Inc. as the holder of the security interest in such Trademarks conducted a foreclosure sale of the Trademarks and underlying goodwill by public sale conducted under the Texas Business and Commerce Code on May 15, 2000, following the default of Racer Components, Inc.; and

WHEREAS, Racer's Choice, Inc. was the high bidder at the sale for the Trademarks and the underlying goodwill;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Racer's Choice, Inc., for and on behalf of Racer Components, Inc., hereby sells, assigns and transfers to Racer's Choice, Inc. the security described above, including the entire right, title and interest in and to the aforementioned Trademarks and the registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by said Trademarks.

IN WITNESS WHEREOF, Racer's Choice, Inc. has executed this Assignment on this 25 day of July, 2000, effective as of May 15, 2000.

RACER'S CHOICE, INC.

By: 
Its: President